

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person [†] <u>AMERICAN MULTI-CINEMA, INC.</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [NCM]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2010</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| 920 MAIN STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) KANSAS CITY MO 64105 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Common Units of National CineMedia, LLC | \$0 ⁽¹⁾ | 06/28/2010 | | A | | 6,510,209 ⁽²⁾ | | (1) | (1) | Common Stock of National CineMedia, Inc. | 6,510,209 | (2) | 25,458,613 | D ⁽³⁾ | |

1. Name and Address of Reporting Person[†]
AMERICAN MULTI-CINEMA, INC.

(Last) (First) (Middle)
920 MAIN STREET

(Street)
KANSAS CITY MO 64105

(City) (State) (Zip)

1. Name and Address of Reporting Person[†]
AMC ENTERTAINMENT INC

(Last) (First) (Middle)
920 MAIN STREET

(Street)
KANSAS CITY MO 64105

(City) (State) (Zip)

1. Name and Address of Reporting Person[†]
Marquee Holdings Inc.

(Last) (First) (Middle)
920 MAIN STREET

(Street)
KANSAS CITY MO 64105

(City) (State) (Zip)

1. Name and Address of Reporting Person[†]
AMC ENTERTAINMENT HOLDINGS, INC.

| | | |
|-----------------|---------|----------|
| (Last) | (First) | (Middle) |
| 920 MAIN STREET | | |
| <hr/> | | |
| (Street) | | |
| KANSAS CITY | MO | 64105 |
| <hr/> | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Common Units of National CineMedia, Inc. ("Common Units") may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.
2. The Common Units were issued to AMC Showplace Theatres, Inc., a direct, wholly owned subsidiary of American Multi-Cinema, Inc. pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among National CineMedia, LLC, National CineMedia, Inc., American Multi-Cinema, Inc. and other parties thereto, and the terms and conditions set forth therein.
3. Of the reported securities, 6,510,209 Common Units are owned directly by AMC Showplace Theatres, Inc. and indirectly by American Multi-Cinema, Inc. and 18,948,404 Common Units are owned directly by American Multi-Cinema, Inc. All of the reported Common Units are owned indirectly by AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc.

Remarks:

Exhibit List Exhibit 99.1 - Joint Filer Information

[See signatures attached as Exhibit 99.1](#) [07/08/2010](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

JOINT FILER INFORMATION

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc. American Multi-Cinema, Inc. has the right to designate a representative to serve on National CineMedia, Inc.'s board of directors. Gerardo I. Lopez is American Multi-Cinema, Inc.'s designee to National CineMedia's board of directors.

The principal business address of each of the Reporting Persons is 920 Main Street, Kansas City, Missouri 64105.

Name of Designated Filer: American Multi-Cinema, Inc.

Date of Event Requiring Statement: June 28, 2010

Issuer Name and Ticker or Trading Symbol: National CineMedia, Inc. (NCMI)

AMERICAN MULTI-CINEMA, INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Senior Vice President, General Counsel

AMC ENTERTAINMENT INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Senior Vice President, General Counsel

MARQUEE HOLDINGS INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Senior Vice President, General Counsel

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Senior Vice President, General Counsel
